

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA  
FOURTH DIVISION**

---

IN RE:	:	CHAPTER 11
	:	
INTREPID USA, INC.	:	CASE NO. 04-40416 (NCD)
INTREPID OF GOLDEN VALLEY, INC.	:	CASE NO. 04-40462 (NCD)
F.C. ACQUISITION CORPORATION	:	CASE NO. 04-40418 (NCD)
	:	
	:	
Debtors.	:	

---

**RESPONSE OF DVI BUSINESS CREDIT CORPORATION,  
DVI FINANCIAL SERVICES INC., DVI BUSINESS CREDIT RECEIVABLES CORP III  
AND DVI RECEIVABLES XIX, LLC TO THE  
DEBTORS' MOTION TO APPROVE FIRST AMENDMENT  
TO POST-PETITION REVOLVING CREDIT AND SECURITY AGREEMENT**

DVI Business Credit Corp, DVI Financial Services Inc., DVI Business Credit Receivables Corp III and DVI Receivables XIX, LLC (collectively, the "DVI Parties"), submit this limited response to the Debtors' Motion to Approve First Amendment to Post-Petition Revolving Credit and Security Agreement (the "DIP Amendment Motion") and in support thereof aver as follows:

1. The Debtors are indebted to the DVI Parties in the aggregate sum of approximately \$62 million on account of a number of pre-petition secured loan facilities. In connection with the Debtor-In-Possession financing provided to the Debtors by Capital Source Finance, LLC (the "DIP Lender"), the DVI Parties agree to subordinate their liens in the Debtors' assets to the liens of the DIP Lender pursuant to the terms and conditions of a stipulation by and between the DVI Parties, the Debtors, the Official Committee of Unsecured Creditors and other parties dated March 28, 2004 (the "Stipulation"). In addition, the DVI

Parties and the DIP Lender are parties to an Intercreditor Agreement executed in connection with the Stipulation and the DIP financing.

2. In the DIP Amendment Motion, the Debtors and the DIP Lender seek approval of certain modifications to the DIP Loan Agreement.

3. The DVI Parties just received the proposed amendment to the DIP financing. At present, the DVI Parties are reviewing the proposed amendment to determine whether the terms and conditions of the amendment are consistent with the Stipulation, the Intercreditor Agreement and other agreements that the DVI Parties have made in this matter.<sup>1</sup>

4. As a result of the foregoing, the DVI Parties reserve their right to raise further objections at the hearing of this matter and to submit written objections to the Court in the event they determine that the proposed amendment to the DIP financing is inconsistent with the parties' agreements or otherwise negatively impacts the DVI Parties' interest in this case.

MASLON EDELMAN BORMAN & BRAND,  
LLP

By: /e/ Amy J. Swedberg  
Clark T. Whitmore, Esquire  
Amy J. Swedberg, Esquire  
3300 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402  
(612) 672-8200

KLEHR, HARRISON, HARVEY  
BRANZBURG & ELLERS LLP

Richard M. Beck, Esquire  
260 South Broad Street  
Philadelphia, PA 19102  
(215) 568-6060

Attorneys for the DVI Parties

---

<sup>1</sup> The DVI Parties have advised the Debtors that the DVI Parties were reviewing the proposed amendment and the Debtors agreed to extend the response date for the filing of this response.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA  
FOURTH DIVISION**

---

IN RE:	:	CHAPTER 11
	:	
INTREPID USA, INC.	:	CASE NO. 04-40416 (NCD)
INTREPID OF GOLDEN VALLEY, INC.	:	CASE NO. 04-40462 (NCD)
F.C. ACQUISITION CORPORATION	:	CASE NO. 04-40418 (NCD)
	:	
	:	
	:	
	:	
Debtors.	:	

---

**UNSWORN CERTIFICATE OF SERVICE**

Susan Sjudahl, of the City of Minneapolis, County of Hennepin, in the State of Minnesota says that she is a secretary in the office of Maslon Edelman Borman & Brand, LLP, located at 3300 Wells Fargo Center, Minneapolis, Minnesota, and that on August 16, 2004, she made service of the following documents:

1. Response of DVI Business Credit Corporation, DVI Financial Services Inc., DVI Business Credit Receivables Corp III and DVI Receivables XIX, LLC to the Debtors' Motion to Approve First Amendment to Post-Petition Revolving Credit and Security Agreement; and
2. Certificate of Service.

upon the persons listed on the attached service list by transmitting the same via facsimile on August 16, 2004, at Minneapolis, Minnesota and addressed to said persons as indicated on the attached service list.

/e/ Susan Sjudahl  
Susan Sjudahl

## SERVICE LIST

### Facsimile Service

Faye Knowles  
Clinton E. Cutler  
Fredrikson & Byron, P.A.  
4000 Pillsbury Center  
200 South Sixth Street  
Minneapolis, MN 55402  
Fax: 612-492-7077

Intrepid Board of Directors  
c/o Joseph Anthony  
3600 Wells Fargo Center  
90 South 7<sup>th</sup> Street  
Minneapolis, MN 55402  
Fax: 612-349-6969

Brenda Lile  
MCKESSON INFO. SYS.  
1550 E. Republic Road  
Springfield, MO 65804  
Fax: 417-874-4015

Robert Raschke  
U.S Trustee  
1015 U.S. Courthouse  
300 South Fourth Street  
Minneapolis, MN 55415  
Fax: (612) 664-5516

Intrepid USA, Inc.  
Attn: Todd J. Garamella  
6600 France Ave. S #510  
Edina, MN 55425  
Fax: (952) 928-9795

Michael P. Massad, Jr.  
Steven T. Holmes  
Hunton & Williams, LLP  
Energy Plaza, 30/F  
1601 Bryan Street  
Dallas, Texas 75201-3402  
Fax: 214-880-0011

Todd J. Garamella  
c/o John McDonald  
2800 LaSalle Plaza  
800 LaSalle Avenue  
Minneapolis, MN 55402  
Fax: 612-339-4181